

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|--|---|------------------------|
| ----- | X | |
| In re | : | Chapter 11 Case No. |
| LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> , | : | 08-13555 (JMP) |
| Debtors. | : | (Jointly Administered) |
| ----- | X | |

**ORDER GRANTING FINAL APPLICATIONS FOR ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES PERFORMED AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED FOR
THE PERIOD OF SEPTEMBER 15, 2008 THROUGH MARCH 6, 2012**

Upon consideration of the applications (collectively, the “**Final Applications**”) for allowance of final compensation for professional services performed and reimbursement of actual and necessary expenses incurred during the period from September 15, 2008 through March 6, 2012 (the “**Final Application Period**”), pursuant to sections 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure, filed by the professionals listed on **Schedule A** annexed hereto (the “**Retained Professionals**”), and upon consideration of the recommended deductions (the “**Recommended Deductions**”) from fees and expenses made by the Fee Committee in these Chapter 11 cases (“**Fee Committee**”), and having considered the *Fee Committee’s Summary Report on Uncontested Final Fee Applications for Hearing on November 8, 2012* [Docket No. 31851] (the “**Fee Committee Report**”); and a hearing having been held on November 14, 2012 before this Court to consider the Final Applications; it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; it appearing that this proceeding is a

core proceeding pursuant to 28 U.S.C. § 157(b)(2); and after due notice pursuant to the second amended order entered on June 17, 2010 governing case management and administrative procedures [Docket No. 9635]; and there being no objections to the allowance of the amounts set forth on Schedule A, incorporating the Fee Committee's Recommended Deductions as provided in the Fee Committee Report; and, after due consideration and upon all of the proceedings had before the Court, and sufficient cause appearing therefore, it is hereby

ORDERED:

1. The Final Fee Applications of the Retained Professionals are granted to the extent provided in Schedule A.
2. Final compensation to the Retained Professionals for professional services performed during the Final Application Period is allowed and awarded in the amounts set forth on Schedule A in the column entitled "Fees Allowed" pursuant to sections 330 and 331 of the Bankruptcy Code.
3. Reimbursement to the Retained Professionals for expenses incurred during the Final Application Period is allowed and awarded in the amounts set forth on Schedule A in the column entitled "Expenses to be Paid for Current Fee Period."
4. Pursuant to this order, the Debtors are authorized and directed to pay the "Fees Allowed" and the "Expenses to be Paid for Current Fee Period," which amounts are totaled in **Schedule B** in the columns entitled "Total Fees Paid" and "Total Expenses Paid," to the respective Retained Professionals, but only to the extent not previously paid pursuant to the order dated April 14, 2011 governing interim compensation in these cases [Docket No. 15997].

5. The Court retains jurisdiction with respect to all matters arising from or related to implementation of this Order.

Dated: New York, New York
December 27, 2012

s/ James M. Peck
Hon. James M. Peck
UNITED STATES BANKRUPTCY JUDGE

SCHEDULE A

CURRENT FEE PERIOD
(September 15, 2008 Through March 6, 2012)

Case No.: 08-13555 (JMP) (Chapter 11)

Case Name: In re Lehman Brothers Holdings, Inc., *et al.*

| Applicant | Date/ Document Number of Application | Current Fees Requested on Application¹ | Fees Allowed | Fees to be Paid for Current Fee Period | Fees to be Paid for Prior Fee Period(s) (if any) (Including Fees Held Back) | Total Fees to be Paid | Current Expenses Requested | Expenses to be Paid for Current Fee Period |
|--|---|--|---------------------|---|--|----------------------------------|---|---|
| | | (\$) | (\$) | (\$) | (\$) | (\$) | (\$) | (\$) |
| Kasowitz, Benson, Torres & Friedman LLP ² | 07/05/2012 [29234] | 2,523,737.14 | 2,481,820.85 | 550,986.94 ³ | 0.00 | 550,986.94 | 756,229.29 | 0.00 ⁴ |
| Pricewaterhouse Coopers LLP ⁵ | 07/02/2012 [29169] | 2,812,987.35 | 2,810,392.95 | 302,313.68 ⁶ | 0.00 | 302,313.68 | 22,797.83 | 0.00 ⁷ |

Schedule A

Dated: December 27, 2012

INITIALS: JMP USBJ

¹ The *Current Fees Requested* by the Applicants in their Final Fee Applications may be less than the *Total Fees Requested* as listed on Schedule B of this order. This is due to some or all of the reductions agreed to by the Applicant and the Fee Committee on preceding interim fee period applications being incorporated into the Applicant's Final Fee Application.

² Period covered by Final Fee Application is January 6, 2010 to March 6, 2012.

³ Applicant received payments for fees in the amount of \$1,930,833.91 during the interim fee periods leaving a balance due of \$550,986.94.

⁴ Applicant received payments for expenses in the amount of \$756,229.29 during the interim fee periods resulting in an overpayment to Applicant in the amount of \$368.29 (expenses paid in the amount of \$756,229.29 less expenses allowed in the amount of \$755,861.00 = \$368.29 overpayment). Overpayment will be deducted from *Fees to be Paid for Current Fee Period*.

⁵ Period covered by Final Fee Application is October 1, 2008 through March 6, 2012.

⁶ Applicant received payments for fees in the amount of \$2,508,079.27 during the interim fee periods leaving a balance due of \$302,313.68.

⁷ Expenses awarded to PricewaterhouseCoopers LLP of \$23,148.21 reflects an increase of \$350.38 from the expenses requested due to adjustments made by the Fee Committee in expense reductions for interim fee period applications. Applicant received payments of \$23,148.21 during the interim fee periods resulting in no amount due for *Expenses to be Paid for Current Fee Period*.

SCHEDULE B

CUMULATIVE FEE APPLICATIONS

(September 15, 2008 Through and Including March 6, 2012)

Case No.: 08-13555 (JMP) (Chapter 11)

Case Name: In re Lehman Brothers Holdings, Inc., *et al.*

| Applicant | Total Fees Requested⁸ (\$) | Total Fees Paid (including amounts to be paid pursuant to this Order) (\$) | Total Expenses Requested (\$) | Total Expenses Paid (including amounts to be paid pursuant to this Order) (\$) |
|---|--|---|--|---|
| Kasowitz, Benson, Torres & Friedman LLP | 2,561,633.50 | 2,481,820.85 | 756,315.46 | 755,861.00 |
| PricewaterhouseCoopers LLP | 2,953,446.85 | 2,810,392.95 | 24,289.10 | 23,148.21 |

Schedule B

Dated: December 27, 2012

INITIALS: JMP USBJ

⁸ See footnote 1.